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June 18

CHARTER,

CONSTITUTION AND BY-LAWS

OF THE

ASSOCIATION FOR THE PRESERVATION
OF VIRGINIA ANTIQUITIES,

RICHMOND, VA.



CHARTER,
CONSTITUTION AND BY-LAWS

OF THE

ASSOCIATION FOR THE PRESERVATION
OF VIRGINIA ANTIQUITIES,

RICHMOND, VA.

DEI GRATIA VIRGINIA CONDITA.

RICHMOND:
WM. ELLIS JONES, BOOK AND JOB PRINTER.
1901.

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CHARTER.

To the Honorable B. R. WELLFORD,

Judge of the Circuit Court of Richmond :

The petition and certificate of Ellen Bernard Lee and others, whose names are signed below, respectfully represents that they desire, under the provisions of Section 1145, Code of Virginia, 1887, to form themselves, and such other persons as shall hereafter be associated with them, into a joint stock company for the conduct of the business hereinafter set forth, and to that end ask to have granted unto them a charter of incorporation.

First. The name of the Company is to be "The Association for the Preservation of Virginia Antiquities."

Second. The object is to restore and preserve the ancient historic buildings and tombs in the State of Virginia, and acquire by purchase or gift the sites of such buildings and tombs with a view to their perpetuation and preservation.

Third. The capital stock of said Company is to be not less than \$50, and not more than \$1,000,000, divided into shares of \$10 each.

Fourth. That the principal office of said Company shall be at the city of Richmond, Virginia, and the said Company shall have power to establish branch associations in such cities, towns, or neighborhoods as to them may seem fit; and may make such rules, by-laws, and regulations for their government, not inconsistent with the laws of the State, as to them shall seem fit.

Fifth. The chief business of the Company shall be to acquire, for the purposes aforesaid, the sites of said tombs and buildings by gift or purchase, and to that end may acquire and hold real estate not to exceed 100,000 acres.

Sixth. That the officers for the first year shall be as follows, viz :

Mrs. ELLEN BERNARD LEE, *President,*

Mrs. MARY PEGRAM ANDERSON, *1st Vice-President,*

Mrs. CYNTHIA B. T. COLEMAN, *2d Vice-President,*

Mrs. MARY LOUISA TAZEWELL, *3d Vice-President,*

Mrs. ELIZABETH HENRY LYONS, *Secretary*,
 Mrs. BELLE S. BRYAN, *Treasurer*,

to be succeeded afterwards by elections to be had in conformity with rules, by-laws, and regulations which may hereafter be adopted by the Association for their government.

M. L. Hughes,	Ellen Bernard Lee,
Mary Jeffery Galt,	Mary Pegram Anderson,
Mary Louisa Tazewell,	Elizabeth Henry Lyons,
Belle S. Bryan,	Lucy Clay Brown,
Cynthia B. T. Coleman,	Rebecca M. Smith,
S. C. P. Spencer,	L. C. Garrett,

Sarah A. Pryor.

STATE OF VIRGINIA—City of Richmond:

I hereby certify that the foregoing certificate was acknowledged before me in my city aforesaid by Mrs. Ellen Bernard Lee, Mrs. Mary Pegram Anderson, Mrs. Elizabeth Henry Lyons, and Mrs. Belle S. Bryan, whose names are attached to the writing above.

Given under my hand this 2d February, 1889.

H. M. TYLER, *Notary Public*.

JAMES CITY COUNTY—State of Virginia:

I do hereby certify, that the foregoing certificate was this day acknowledged before me in my county aforesaid, by Lucy Clay Brown, Cynthia B. T. Coleman, Rebecca M. Smith, S. C. P. Spencer, and L. C. Garrett, whose names are signed to the writing above.

Given under my hand this 5th day of February, 1889.

C. P. ARMISTEAD, *Notary Public*.

CORPORATION OF THE CITY OF NORFOLK, to-wit:

I, John B. Jenkins, a notary public in and for the corporation of the city of Norfolk, in the State of Virginia, do hereby certify, that M. L. Hughes, Mary Jeffery Galt, and Mary Louisa Tazewell, whose names are signed to the writing above, have acknowledged the same before me in my corporation aforesaid.

Given under my hand this 11th day of February, in the year 1889.

JOHN B. JENKINS, *Notary Public*.

VIRGINIA:

In the Circuit Court of the City of Richmond, February 13, 1889:

It appearing to the court that Ellen Bernard Lee, Mary Pegram Anderson, Elizabeth Henry Lyons, Belle S. Bryan, Lucy Clay Brown, Cynthia B. T. Coleman, Rebecca M. Smith, S. C. P. Spencer, L. C. Garrett, M. L. Hughes, Mary Jeffery Galt, and Mary Louisa Tazewell, have made, signed and acknowledged, according to law, a certificate in writing, having for its object the formation of a joint stock company, for the purposes set forth in said certificate: the court doth grant unto them, and such others as may be hereafter associated with them, a charter upon the terms set forth in said certificate; and it is ordered that they and their associates be and are hereby made and created a body corporate and politic, by the name of "The Association for the Preservation of Virginia Antiquities," with all the powers and privileges conferred, and subject to all the provisions and restrictions imposed by the laws of Virginia as may be applicable to corporations of this character.

And it is ordered that the same be recorded.

A copy—Teste, ALFRED SHEILD, *Clerk.*

VIRGINIA:

*In the Clerk's Office of the Circuit Court of the City of Richmond,
February 13, 1889:*

The foregoing charter was this day received in the said office, recorded, and is hereby certified to the Secretary of the Commonwealth of Virginia for recordation.

Teste, ALFRED SHEILD, *Clerk.*

VIRGINIA:

Office of Secretary of Commonwealth, April 1, 1889:

Charter lodged and recorded.

H. W. FLOURNOY,
Secretary of Commonwealth.

CHARTER OF 1892.

AN ACT

Incorporating the Association for the Preservation of Virginia Antiquities.

Approved March 3, 1892.

1. Be it enacted by the General Assembly of Virginia, That Belle S. Bryan, Cynthia B. T. Coleman, Mary Jeffery Galt, Parke C. Bagby, Elizabeth Henry Lyons, Mary Pegram Anderson, Ann S. Meredith, and such other persons as are now associated under a charter granted by the Circuit Court of the city of Richmond on the thirteenth day of February, eighteen hundred and eighty-nine, under title of The Association for the Preservation of Virginia Antiquities, or may hereafter become associated with them, are hereby constituted a body corporate by the name of The Association for the Preservation of Virginia Antiquities, for the purpose of acquiring, holding and preserving real and personal property relating to the history of Virginia, and particularly to restore and preserve the ancient historic buildings, tombs, monuments and grave-yards, and to acquire by purchase, gift or otherwise the sites of such property, buildings, tombs and grave-yards, with a view to their perpetuation and preservation.

2. The Principal office of said Association shall be in the city of Richmond, Virginia, and the said Association shall have power to establish branch associations in such other places as said Association may select; and the branches so established shall be subordinate to and governed by the parent Association established in the city of Richmond, and the parent Association may make such rules, by-laws and regulations for the government of the branch associations as to it may seem proper and necessary.

3. The said association shall have power to make and adopt a constitution and by-laws, rules and regulations, for the admission of its members and the members of its branch associations, the election of its

officers, and to define the rights and interests of members and the duties of officers, and for the safe-keeping and preservation of its property and funds, and from time to time to alter or repeal such constitution, by-laws, rules and regulations: provided, that the same be not inconsistent with the constitution and laws of the United States or of the State of Virginia.

4. The Association shall have the power to receive, use, manage and dispose of all funds and property, either real or personal, that may be purchased, granted, donated, devised or bequeathed it, in such manner and to such amount as shall seem to it best calculated to advance the objects of its incorporation.

5. All the property, real, personal or mixed, which said Association now owns or may hereafter acquire by gift, purchase or otherwise, shall be exempt from all State, county and city taxes or levies.

6. The amount of real estate which the Association may hold at any one time shall not exceed five thousand acres.

7. Any general meeting of the members of the Association, regularly called, at which there are present not less than twenty members, shall be deemed a lawful meeting for the transaction of any and all of the business of the Association.

8. All acts hitherto done by the persons associated together as The Association for the Preservation of Virginia Antiquities, and the purchases of all property in the name of said Association, are hereby ratified and confirmed as if said persons had at the time been regularly incorporated as said Association.

9. This act shall be in force from its passage.

A copy:

J. BELL BIGGER,

*Clerk of House of Delegates and
Keeper of Rolls of Virginia.*

March 31, 1896.

AN ACT

To grant to The Association for the Preservation of Virginia Antiquities all the title and interest of the State in certain portions of Jamestown Island, and to confer upon said Association the power to condemn lands.

Approved March 1, 1892.

1. Be it enacted by the General Assembly of Virginia, That all the right, title and interest of the State of Virginia to and in the churchyard, church lot and grave yard in and upon Jamestown Island be and the same is hereby granted and transferred to the Association for the Preservation of Virginia Antiquities, and the said Association shall own and hold the same forever for the purposes prescribed in its charter.

2. All the franchises, rights and powers contained in chapter forty-six of the Code of eighteen hundred and eighty-seven are hereby conferred upon said Association, and it shall be deemed an internal improvement company for the purpose of acquiring by condemnation such additional land upon said Jamestown Island as shall be necessary for ample ingress and egress to and from all sides of said church yard, church lot, and grave yard, and particularly from the said church yard, church lot, and grave yard, to and from the main land on one side and the river on the other, and to erect, if the said Association shall deem necessary, a bridge connecting said island with the main land, and for that purpose to have the further right to condemn a site or sites sufficient for the erection of said bridge.

3. This act shall be in force from its passage.

A copy:

J. BELL BIGGER,

Clerk of House of Delegates and

Keeper of the Rolls of Virginia.

March 31, 1896.

CONSTITUTION.

ARTICLE I.

NAME.

SEC. 1. The name of the corporation shall be "The Association for the Preservation of Virginia Antiquities."

ARTICLE II.

OBJECT.

SEC. 1. The object of this Association shall be to acquire, restore, and preserve the ancient historic grounds, buildings, monuments, and tombs in the Commonwealth of Virginia, and to receive and protect any relics which may become its property by gift or purchase as by charter of March 3, 1892.

ARTICLE III.

OFFICERS.

SEC. 1. The officers of the Association shall consist of a President, Vice-Presidents, a Recording Secretary, a Corresponding Secretary, and a Treasurer.

Four of the Vice-Presidents shall reside in Richmond, Va.

SEC. 2. A Board of Directors, which shall consist of thirty members, with the officers shall form a Central Committee; said Committee shall have power to transact the general business of the Association. The Incorporators and Directors of Branch Associations are, ex-officio, members of the Central Committee.

SEC. 3. There shall also be an Advisory Board, consisting of not less than twenty gentlemen, elected the first Tuesday in November.

SEC. 4. The Central Committee with the Advisory Board, shall form a Board of Managers.

ARTICLE IV.

MEETINGS.

SEC. 1. The Annual Meeting shall be held on October 19th. The

Central Committee shall meet on the first Tuesday in each month. The whole Association shall be called together on January 4th, and June 10th, and October 19th. The Board of Managers shall meet on the first Tuesdays in April and October.

SEC. 2. Special meetings may be called by the President, or on the written request of any three members.

SEC. 3. Any date falling on Sunday, the following Tuesday will be observed. Members shall be notified of all meetings.

ARTICLE V.

QUORUM.

SEC. 1. At a meeting of the Central Committee seven shall form a quorum. At a meeting of the Board of Managers eleven shall form a quorum. At a General Meeting twenty shall form a quorum.

ARTICLE VI.

FISCAL YEAR.

SEC. 1. The Fiscal Year shall begin on October 19th each and every year.

ARTICLE VII.

MEMBERSHIP.

SEC. 1. Members are divided into two classes—Life and Active.

SEC. 2. All annual dues shall be paid in January of each year. Upon the payment of \$10.00 at one time, the member shall be entitled to a certificate signed by the President and Secretary, to the effect that the person in question is a Life Member, and thus exempt from further dues.

SEC. 3. Active members \$1.00 per annum. Badges of the Association, \$1.00. These may be procured from the Treasurer.

ARTICLE VIII.

AMENDMENTS.

SEC. 1. The Constitution may be amended at any meeting of the Association, or special meeting called for the purpose, by a two-third vote in the affirmative, a quorum being present and voting.

SEC. 2. Notice of such proposed amendments shall be furnished to the Secretary at least thirty days before the meeting at which it is proposed to consider them ; and the Secretary shall cause each notice to be printed and sent to the director of each branch association and to each member of the General Association at least fifteen days before such meeting.



BY-LAWS.

ARTICLE I.

PRESIDENT.

SEC. 1. The President shall preside at all meetings, and shall be, *ex-officio*, a member of all branch associations. She shall make an annual report of the work of the Association, adding such recommendations as will promote its interests.

SEC. 2. The President shall, with the Secretary, sign all written contracts and obligations of the Association, and shall have charge of the seal of the Association. She shall at all times strictly enforce the Constitution and By-Laws of the Association.

SEC. 3. In the absence of the President, the Vice-Presidents, in order, shall have the powers and perform her duties.

ARTICLE II.

RECORDING SECRETARY.

SEC. 1. The Recording Secretary shall keep a faithful record of the minutes of the Association, filing the books, at the expiration of the fiscal year, in the rooms of the Association, and keep on record a complete list of all members.

SEC. 2. She shall annually prepare a report giving, in detail, the work of the Association during the past year, which report, after approval at a previous meeting of the Central Committee, shall be presented at the Annual Meeting.

ARTICLE III.

CORRESPONDING SECRETARY.

SEC. 1. The Corresponding Secretary shall conduct all correspondence relative to the interests of the Association, and keep on file all letters received and a synopsis of all letters written. She shall call the meetings of the Association, and keep a list of all the members, with their addresses. The records and correspondence shall be open at all

times for the inspection of members of the Association only, which inspection shall be held in the presence of the officer in charge of such papers, or some officer of her appointment.

ARTICLE IV.

TREASURER.

SEC. 1. The Treasurer shall receive, collect, hold and disburse all funds of the Association.

SEC. 2. She shall keep correct accounts in detail of all moneys received and expended by her, and shall render a monthly and annual report.

SEC. 3. The Treasurer shall deposit all the moneys of the Association in a bank, or banks, selected by the Central Committee. Bills shall not be paid until approved by the Central Committee.

SEC. 4. The closed records of the Treasurer and Corresponding Secretary shall be filed in the rooms of the Association.

ARTICLE V.

BRANCH DIRECTORS.

SEC. 1. The Directors of branch associations shall be appointed for the first year by the Central Committee, and shall have power to form their own committees to work under these By-Laws in the interest of this Association.

SEC. 2. Directors, after the first year, shall be elected by the members of said branch.

ARTICLE VI.

STANDING COMMITTEES.

SEC. 1. There shall be the following Standing Committees of the Association appointed by the Central Committee :

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|---------------------------|-------------------------------|
| (1) Jamestown Committee, | (5) Publication Committee, |
| (2) Landmark Committee, | (6) Year Book Committee, |
| (3) Membership Committee, | (7) Lecture Committee, |
| (4) Auditing Committee, | (8) Ways and Means Committee. |

Jamestown.

SEC. 2. The first duty of the Association being due to Jamestown, this Committee shall take charge of all affairs pertaining thereto, and report the same regularly to the Central Committee.

All plans regarding Jamestown must first be laid for approval before the Central Committee.

Landmark Committee.

SEC. 3. The Landmark Committee shall take care to identify and suitably mark, subject to the control and direction of the Central Committee, all historic localities made famous in our capital city and State, from infancy to the ever memorable epoch of 1861.

Membership Committee.

SEC. 4. The Membership Committee shall endeavor in every way to increase the membership of the Association.

Auditing Committee.

SEC. 5. The Auditing Committee shall audit the accounts of the Treasurer semi-annually and report to the Board of Managers. This Committee may also act as a Finance Committee with such duties and powers as the Central Committee may prescribe.

Publication Committee.

SEC. 6. The Publication Committee shall take charge of all publications and necessary printing of every kind in connection with the Association.

Year Book Committee.

SEC. 7. The Year Book Committee shall, under the direction of the Central Committee, prepare for distribution among the members, a full report of the year's work done by the Association, with a list of all local branches and the members of the whole Association.

Lecture Committee.

SEC. 8. The Lecture Committee shall each year provide a series of

lectures, given by the Association, under the direction and control of the Central Committee.

Ways and Means Committee.

SEC. 9. The Ways and Means Committee shall, from time to time, as it may be necessary, devise plans for increasing the funds or usefulness of the Association, always under the approval of the Central Committee.

ARTICLE VII.

DUTIES OF DIRECTORS OF BRANCH ASSOCIATIONS.

SEC. 1. Directors have all the powers of a Vice-President, and as such act as the President, with full authority in her jurisdiction, subject only to the direction of the Central Committee, located at Richmond, Va.

SEC. 2. Directors must call together those interested in the cause for which this Association was organized, either by public or private invitation, explain the purpose of the meeting, and ask the aid and support of the attendants.

SEC. 3. All persons who are members must be enrolled and an accurate list made and kept. Officers must be elected and committees appointed from these members, and work must be laid out to obtain funds or otherwise to aid the objects of the Association. An entertainment of some kind should be given at least once a year to increase their treasury and to keep up an interest in the Association.

SEC. 4. Directors should attend if possible the meetings of the Association on June 10th and October 19th, but present or absent, a report of their work should be furnished the Central Committee, the report given October 19th being an annual report of the year's work, which must be filed with the records of the Society and printed in the year book.

ARTICLE VIII.

DUES.

SEC. 1. The annual dues and all payments on account of life membership, of all members of the General Association and of any of its Local Branches, shall be paid to the Treasurer of the General Associa-

tion, and shall be subject to such appropriations as the Association may determine.

SEC. 2. Where special funds have been raised by any Local Branch for a particular object selected by such Local Branch, such fund shall be sent to the Treasurer of the General Association and shall be applied solely to the purpose for which it was dedicated, with such additional sum, if any, as the General Association may deem proper to appropriate for the purpose.

ARTICLE IX.

ORDER OF BUSINESS.

Annual Meeting.

President's Address.
Reading of Minutes of Annual Meeting.
Reading of Report of Recording Secretary.
Reading of Report of Treasurer.
Reading of Report of Corresponding Secretary.
Reports from Branch Associations.
Unfinished Business.
New Business.
Historical Paper.
Election of Officers.

Monthly Meeting.

Reading of Minutes of Preceding Meeting.
Report of Treasurer.
Report of Corresponding Secretary.
Report of Standing Committees.
Report of Special Committees.
Election to fill Vacancies in Directory Board.
Unfinished Business.
Miscellaneous Business.

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